

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Proposed Counsel to the Debtors  
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - X  
:  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08- \_\_\_\_ (\_\_\_\_)  
et al., :  
:  
Debtors. : Jointly Administered  
:  
- - - - - X

**ORDER DIRECTING JOINT ADMINISTRATION PURSUANT TO  
BANKRUPTCY CODE SECTION 302 AND BANKRUPTCY RULE 1015(B)  
AND WAIVING REQUIREMENTS OF BANKRUPTCY CODE SECTIONS 105  
AND 342(C)(1) AND BANKRUPTCY RULES 1005 AND 2002(N)**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors  
for an order, pursuant to Bankruptcy Code sections 105,

---

<sup>1</sup> Capitalized terms not defined herein shall have the meanings  
ascribed to such terms in the Motion related hereto.

302 and 342(c)(1) and Bankruptcy Rule 1015(b) directing joint administration of these cases and administratively consolidating the respective chapter 11 cases of each Debtor for procedural purposes only and waiving the requirement that the Debtors' captions list the Debtors' tax identification numbers and addresses; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED that:**

1. The Motion is GRANTED.
2. Each of the above-captioned chapter 11 cases of the Debtors be, and hereby is, jointly administered by the Court.

3. The caption of the jointly administered cases shall read as follows:

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Richmond Division

```
- - - - - x
In re:                : Chapter 11
                        :
                        : Case No. 08-____ (____)
CIRCUIT CITY STORES, INC., :
et al.,              :
                        : Jointly Administered
                        : Debtors.
                        :
- - - - - x
```

4. Each motion, application and notice shall be captioned as indicated in the preceding decretal paragraph and all original docket entries shall be made in the case of Circuit City Stores, Inc., Case No. 08-\_\_\_\_ (\_\_\_\_).

5. The requirements that each of the Debtors' addresses and taxpayer identification number be contained in the caption is hereby waived.

6. A docket entry shall be made in each of the Debtors' cases substantially as follows:

An order has been entered in this case directing the joint administration of the chapter 11 cases of Circuit City Stores, Inc., its subsidiaries and affiliates and the docket

in case no. 08-\_\_\_\_\_ (\_\_\_\_), should be  
consulted for all matters affecting this case.

7. The requirement under Local Bankruptcy  
Rule 9013-1(G) to file a memorandum of law in connection  
with the Motion is hereby waived.

8. This Court retains jurisdiction to hear  
and determine all matters arising from or related to the  
implementation or interpretation of this Order.

Dated: Richmond, Virginia  
November 10, 2008

Nov 10 2008

/s/ Kevin Huennekens

UNITED STATES BANKRUPTCY JUDGE

Entered on Docket:11/10/08

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

- and -

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Proposed Counsel to the Debtors  
and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley

**CERTIFICATE OF NOTICE**District/off: 0422-7  
Case: 08-35653User: jafarbayj  
Form ID: pdford2Page 1 of 1  
Total Served: 11

Date Rcvd: Nov 10, 2008

The following entities were served by first class mail on Nov 12, 2008.

db +Circuit City Stores, Inc., 9950 Mayland Drive, Richmond, VA 23233-1463  
 aty +David S. Berman, Riemer & Braunstein, LLP, Three Center Plaza, 6th Floor,  
 Boston, MA 02108-2003  
 cr +Madison Waldorf, LLC, c/o Madison Marquette Realty Service, c/o Mitchell B. Weitzman, Esq.,  
 2001 Pennsylvania Ave., N.W., 10th Floor, Washington, DC 20006-1851, U.S.A.  
 cr +Simon Property Group, Inc., Attn: Ronald M. Tucker, Esq., 225 W. Washington Street,  
 Indianapolis, IN 46204-3438  
 cr +Taubman Landlords, c/o The Taubman Company, Attn. Andrew S. Conway, 200 East Long Lake Road,  
 Suite 300, Bloomfield Hills, MI 48304-2324  
 cr +Tysons 3, LLC, c/o Mitchell B. Weitzman, Esq., Bean Kinney & Korman, PC,  
 2300 Wilson Blvd., 7th Floor, Arlington, VA 22201-5424, UNITED STATES  
 8567308 +Madison Waldorf, LLC, c/o Madison Marquette Realty Services, c/o Mitchell B. Weitzman, Esq.,  
 Bean Kinney & Korman, PC, 2300 Wilson Blvd., 7th Floor, Arlington, VA 22201-5424  
 8567200 Mark Browning, Assistant Attorney General, Bankruptcy & Collections Division, PO Box 12548,  
 Austin, TX 78711 2548  
 8566899 +Taubman Landlords, c/o The Taubman Landlords, Attn. Andrew S. Conway,  
 200 East Long Lake Road, Suite 300, Bloomfield Hills, MI 48304-2324  
 8566065 +Tysons 3, LLC and its management agent, The Ziegler Companies, LLC,  
 c/o Mitchell B. Weitzman, Esq., Bean Kinney & Korman, PC, 2300 Wilson Blvd., 7th Floor,  
 Arlington, VA 22201-5424  
 8566500 +UrbanCal Oakland, II LLC, c/o Baker & Hostetler, LLP, ATTN: Laura Lawton Gee,  
 1000 Louisiana Street, Suite 2000, Houston, TX 77002-5018

The following entities were served by electronic transmission.  
 NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*

cr Alliance Entertainment Corporation  
 cr Bank of America, N.A., as Agent  
 cr Bassar-Kaufman  
 cr Centro Properties Group  
 cr Commonwealth of Virginia, Department of Taxation  
 cr Developers Diversified Realty Corporation  
 cr Federal Realty Investment Trust  
 cr General Growth Properties, Inc.  
 cr Jones Lang LaSalle Americas, Inc.  
 cr Philips International  
 cr Source Interlink Media, LLC  
 cr Texas Comptroller of Public Accounts  
 cr Weingarten Realty Investors and Its Affiliates  
 cr\* +UrbanCal Oakland, II LLC, c/o Baker & Hostetler, LLP, ATTN: Laura Lawton Gee,  
 1000 Louisiana Street, Suite 2000, Houston, TX 77002-5018  
 8566900\* +Taubman Landlords, c/o The Taubman Landlords, Attn. Andrew S. Conway,  
 200 East Long Lake Road, Suite 300, Bloomfield Hills, MI 48304-2324

TOTALS: 13, \* 2

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
 USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Nov 12, 2008

Signature: 